



**SRM ENERGY LIMITED**

**31<sup>st</sup> Annual Report  
2017-2018**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Vishal Rastogi	Managing Director
Mr. Sameer Rajpal	Non-Executive & Independent Director (Resigned on 23.10.2017)
Mr. Pranav Kumar	Non-Executive & Independent Director (Resigned on 14.11.2017)
Mr. Vijay Kumar Sharma	Non-Executive & Independent Director
Mrs. Tanu Agarwal	Non-Executive Woman Director
Mr. Shailesh Kumar Singh	Non-Executive & Independent Director (Appointed on 14.11.2017)

### CS & COMPLIANCE OFFICER

Ms. Ruchi Singh (Resigned on 26.07.2018)

### CHIEF FINANCIAL OFFICER (CFO)

Mr. Bhupender Sharma (Appointed on 14.03.2018)

Mr. Achyut Ganapati Pai (Resigned on 15.09.2017)

### BANKERS

Axis Bank Limited

### STATUTORY AUDITORS

M/s VATSS & Associates

### REGISTERED OFFICE

Unit No. 206, 2nd Floor, Suneja Tower-II,  
District Centre, Janakpuri, New Delhi-110058.

### REGISTRAR & SHARE TRANSFER AGENTS

MCS Share Transfer Agent Limited  
F-65, 1st Floor, Okhla Industrial Area Phase-1,  
New Delhi-110020.

Tel. No. : 011-41406149/50/51

Fax :011-41709881

Email :[admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)

Website : [www.mcsregistrars.com](http://www.mcsregistrars.com)

CIN: L17100DL1985PLC303047

### LISTING OF SECURITIES

The Bombay Stock Exchange Ltd. (BSE Ltd.)  
PhirozeJeejeebhoy Towers,  
25th Floor, Dalal Street,  
Mumbai- 400001

### CONTENTS

### Page No.

Notice and Explanatory Statement	1-8
Director's Report	9-16
Annexures to Director's Report	17-28
Report on Corporate Governance	29-38
Management Discussion and Analysis Report	39-41
Independent Auditor's Report	42-43
Annexure to the Independent Auditor's Report	43-45
Balance Sheet	46-47
Statement of Profit and Loss	48-49
Statement of Change in Equity for the year ended 31 <sup>st</sup> March, 2018	50
Cash Flow Statement	51
Notes to the Financial Statements for the year ended March 31, 2018	52-60
Independent Auditor's Report on Consolidated Financial Statements	61-62
Annexure to the Independent Auditor's Report	62-63
Consolidated Balance Sheet	64-65
Consolidated Statement of Profit and Loss	66-67
Consolidated Statement of change in Equity	68
Consolidated Cash Flow Statement	69
Notes to Accounts on Consolidated Financial Statements	70-81
Shareholder's Instructions for E-voting	82-83
Important communications for shareholders	84

## NOTICE

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of SRM Energy Limited will be held on Thursday, September 27, 2018 at 11.00 a.m. at Federation of Indian Export Organisations, Niryat Bhawan, Rao Tula Ram Marg, OPP. Army Hospital Research and Referral, New Delhi 110 057, to transact the following businesses:

**ORDINARY BUSINESS:****Item No. 1: Adoption of Financial Statement:**

To receive, consider and adopt the audited financial statement (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of Director's and Auditors thereon.

**Item No. 2: Appointment of Directors:**

To appoint a Director in place of Ms. Tanu Agarwal (DIN-07134266) who retires by rotation and being eligible, offers herself for reappointment.

**SPECIAL BUSINESS:****Item No. 3: Regularization of appointment of Mr. Shailesh Kumar Singh (DIN:07688944) as an Independent Director of the Company:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152, Schedule-IV and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shailesh Kumar Singh (DIN: 07688944), who was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> November, 2017 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 13<sup>th</sup> November, 2022, who shall not be liable to retire by rotation."

**Item No. 4: Re-appointment of Mr. Vijay Kumar Sharma (DIN: 03272034) as an Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vijay Kumar Sharma (DIN: 03272034), Director of the Company, whose period of office is liable to determination by the retirement of Director by

rotation on March 31, 2019, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024 and the term shall not be subject to retirement by rotation."

**Item No. 5: Re-appointment of Mr. Vishal Rastogi (DIN: 02780975) as a Managing Director of the Company:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the consent of Members of the Company be and is hereby accorded to re-appoint Mr. Vishal Rastogi (DIN 02780975) as Managing Director of the Company without remuneration for the period of five years with effect from February 21, 2019 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice."

RESOLVED FURTHER THAT the Managing Director will be authorized to exercise such powers of management, as maybe delegated to him by the company from time to time, subject however, to the overall superintendence, control and supervision of the Board of Directors of the company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

**By Order of the Board of Directors**

Place: New Delhi

Date: August 13, 2018

**(Vishal Rastogi)**

Managing Director

DIN: 02780975

**NOTES**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to the special business as mentioned in notice and to be transacted at the Annual General Meeting is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO. 206, 2<sup>nd</sup> FLOOR, SUNEJA TOWER-II, JANAKPURI DISTRICT CENTRE, NEW DELHI-110058, NOT LESS THAN 48 HOURS BEFORE THIS ANNUAL GENERAL MEETING. A FORM OF PROXY IS GIVEN AT THE END OF THIS ANNUAL REPORT. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
4. Provided that a member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. In case of Joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
6. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company/ RTA, in advance, a duly certified copy of the Board Resolution/ Letter of Authority together with the respective specimen signatures of those representatives authorised under said resolution/ letter to attend and vote on their behalf at the meeting.
7. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **the Register of Members and the Share Transfer Books of the Company will remain closed from Friday 21st September, 2018 to Thursday 27th September, 2018 (both days inclusive)** for annual closing.
8. A member can inspect proxies lodged at any time during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that he has given to the Company a notice, in writing of his intension to inspect not less than 3 days before the commencement of the said meeting.
9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of Companies Act, 2013, will be available for inspection by the members at the AGM.
10. Members/Proxy holders are requested to produce at the entrance of hall, attendance slips duly completed and signed, in accordance with the specimen signature registered with the Company for admission to the Meeting Hall.
11. The members are requested to
  - a. Bring their copy of Annual report at the Annual General Meeting.
  - b. I In case shares are held in physical form:**
    1. are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR Code of the branch, type of account and account number to our Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited, F 65, 1st Floor, Okhla Industrial Area Phase I, New Delhi-110020.
    2. notify immediately the change of address, if any, to the Company at Unit No. 206, 2nd Floor, Suneja Tower-II, Janakpuri District Centre, New Delhi-110058 or to the Registrar and Share Transfer Agent of the Company, MCS Share Transfer Agent Limited, F 65, 1st Floor, Okhla Industrial Area Phase I, New Delhi-110020 quoting their folio number.
  - II In case shares are held in dematerialized form: notify to their depository participants, change/correction in their address / bank account particulars etc. as the Company uses the information provided by Depositories in respect of shares held in dematerialized form.**
  - c. Send, in case of those members who have multiple accounts in identical names or joint names in same order, all the share certificates to the Registrar and Share Transfer Agent of the Company, MCS Share Transfer Agent Limited at the aforesaid address for consolidation of all such shareholdings into one account to facilitate better service.
12. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all days except Saturday, Sunday and Public holidays up to the date of the Annual General Meeting.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with rules made thereunder the Annual Report 2017-18 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the Report. For members who have not registered their email addresses, physical copies of the annual report 2017-18 are being sent by the permitted mode. The Annual Report will also be available at the Company's registered office for inspection during normal business hours on all working days and

is also available on Company's website "www.srmenergy.in".

14. With a view to using Natural Resources responsibly, we request Shareholders to update their email address with their Depository participants to enable the Company to send all communications including Annual Report, Notices, Circulars, etc. electronically. Members who hold shares in physical form are requested to write to "MCS Share Transfer Agent Limited (Unit SRM Energy Limited), F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020" with details like Name, Folio No. and Email ID to register the same at our Registrar and Transfer Agent.
15. Details pursuant to Regulation 36(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standards-2 in respect of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting is furnished as annexure to the notice. The Directors have furnished consent/ declaration for their appointment/re-appointment as required under Companies Act, 2013 and rules made thereunder.
16. **At the 28<sup>th</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2015, the members approved appointment of M/s VATSS & Associates, Chartered Accountants, New Delhi (Firm Registration No.- 017573N) as Statutory Auditors of the Company for a term of 5 years from the conclusion of that AGM till the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM). Accordingly, their appointment was ratified/ approved by the members in 29<sup>th</sup> and 30<sup>th</sup> AGM of the Company.**

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.

17. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting facility is being provided to the members. Details of the e-voting process and other relevant details are provided to all the Members at the end of the

Annual Report, 2017-18. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM and who have not cast their vote electronically shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by e-voting may attend the AGM but shall not be entitled to cast their vote again.

18. **Voting through Electronics Means-** A detailed instructions and related write ups, on **Electronic Voting Process**, which forms part of this notice, is given at the end of this Annual Report. Shareholders are requested to kindly follow the said process for casting their vote electronically.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company and/or its RTA.
20. The Securities and Exchange Board of India (SEBI) has mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of Securities.
21. Route Map and details of prominent land mark of the venue of the meeting is annexed with this notice.
22. **Important Communication to Members**

This is to kindly inform to all the shareholders of the Company that the Securities and Exchange Board of India (SEBI) has amended the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide Gazette notification dated 08.06.2018, the SEBI vide this amendment has mandated that the transfer of securities/shares will be carried out in dematerialized form only.

In context to the aforesaid changes in the Regulations, all the shareholders of the Company are advised to dematerialize their physical shareholding at the earliest to avoid any inconvenience. Please note that after 04.12.2018 the Company cannot process the application for transfer of securities in physical form. Members can write to the Registrar in this regard.

**NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF SECRETARIAL STANDARDS-2.**

	(1)	(2)
<b>Name of Director</b>	Ms. Tanu Agarwal	Mr. Shailesh Kumar Singh
<b>DIN</b>	07134266	07688944
<b>Brief Resume and Nature of his/her expertise in specific functional areas</b>	Ms. Tanu Agarwal is a Woman Non-Executive Director and is on the Board of the Company since 1 <sup>st</sup> April, 2015. She has varied experience of more than 16 Years in the field of Corporate Laws and practical business knowledge. She is well aware of handling compliances and also possesses deep understanding about the business operations.	Mr. Shailesh Kumar Singh is an Additional Director of the Company, who was appointed in the category of Independent and Non-Executive, on 14 <sup>th</sup> November, 2017. He is practicing professional and now consulting to the Corporate Sector, after having varied service experience in the corporates. He is Company Secretary with an experience of almost 12 years, he also posses degree of law.
<b>Date of Birth</b>	17 <sup>th</sup> December, 1978	15 <sup>th</sup> February, 1981
<b>Qualifications</b>	She is a law graduate and also holds a post graduate degree in Commerce. In addition to above, she is Fellow member of The Institute of Companies Secretaries of India (ICSI).	He is law graduate and also holds graduate degree in Commerce. In addition to above, he is Fellow member of The Institute of Companies Secretaries of India (ICSI).
<b>Terms and conditions of Re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Ms. Tanu Agarwal shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment.	In terms of Section 161(1) of the Act, Mr. Shailesh Kumar Singh holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160 (1) of the Companies Act, 2013, has been received from a Member signifying its intention to propose the appointment of Mr. Shailesh Kumar Singh as a Director of the Company, subject to approval of the Members in the ensuing annual general meeting, whose office shall not be liable to retire by rotation. The above Director has given declaration to the Board that he meets the criteria of Independent Director as per the provisions under Section 149(6) of the Companies Act, 2013 and Listing Regulations.
<b>Details of Remuneration and remuneration last drawn</b>	NIL	NIL
<b>Date of first appointment in the Board</b>	1 <sup>st</sup> April, 2015	14 <sup>th</sup> November, 2017
<b>Shareholding in the Company</b>	Nil	25 Equity Shares
<b>Relationship with other Directors, Manager and other Key Managerial Personnel (if any)</b>	N.A.	N.A.
<b>Number of Meetings of the Board attended during the year</b>	Details mentioned in the Corporate Governance Report	Details mentioned in the Corporate Governance Report
<b>Details of other Directorships in other Companies</b>	As on the date of this report, she does not hold Directorship in any other Listed Company apart from this Company.	As on the date of this report, he does not hold Directorship in any other Listed Company apart from this Company.
<b>Details of Membership/ Chairmanship of Committees of the Boards in other Companies</b>	NIL	NIL

	(3)	(4)
<b>Name of Director</b>	Mr. Vijay Kumar Sharma	Mr. Vishal Rastogi
<b>DIN</b>	03272034	02780975
<b>Brief Resume and Nature of his/her expertise in specific functional areas</b>	He is a Bachelor in Science from Punjab University. He has been associated in the corporate sector since last 39 years. He is having vast and varied experience in the field of Accounts and Finance. He has also handled the job relating to marketing of various products of the Company mainly in Laboratory Chemicals. He is a Non-Executive Independent Director of the Company.	He is a Promoter Director and is on the Board of the Company since 21 <sup>st</sup> February, 2014. He has vast and rich experience of 16 years in the field of trading of Minerals and Chemical products together with experience in the field of Oil and Gas. He also manages a firm, which is involved in the Business of Distribution of Auto LPG and has number of Auto LPG Dispensing stations across India.
<b>Date of Birth</b>	16 <sup>th</sup> May, 1948	11 <sup>th</sup> September, 1980
<b>Qualifications</b>	Bachelor in Science from Punjab University	He is Master of Computer Systems from London, UK.
<b>Terms and conditions of Re-appointment</b>	<p>As per Section 149(10) and 152 of the Companies Act, 2013, an independent Director shall hold office for a term of five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special resolution by the Company for another term of five consecutive years on the Board of a Company.</p> <p>In view of the aforesaid provisions of Law and after considering Mr. Sharma's appreciable involvement in the functioning of Board and its committees and his valuable guidance to the management, it is proposed to re-appoint Mr. Vijay Kumar Sharma as an Independent Director of the Company for a period of five years w.e.f. 1<sup>st</sup> April, 2019 upto 31<sup>st</sup> March, 2024.</p> <p>The above Director have given declaration to the Board that he meets the criteria of Independent Director as per the provisions under Section 149(6) of the Companies Act, 2013 and Listing Regulations.</p>	<p>In terms of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the office of Mr. Vishal Rastogi, Managing Director of the Company is scheduled to be completed on 20<sup>th</sup> February 2019.</p> <p>However, considering the recommendations of Nomination &amp; Remuneration Committee and the Board of Directors but subject to the consent of Members of the Company, it is proposed to re-appoint Mr. Vishal Rastogi (DIN 02780975) as Managing Director of the Company without remuneration for the period of five years with effect from 21<sup>st</sup> February 2019.</p>
<b>Details of Remuneration and remuneration last drawn</b>	NIL	NIL
<b>Date of first appointment in the Board</b>	11 <sup>th</sup> February, 2014	21 <sup>st</sup> February, 2014
<b>Shareholding in the Company</b>	NIL	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel (if any)</b>	NA	N.A.
<b>Number of Meetings of the Board attended during the year</b>	Details mentioned in the Corporate Governance Report	Details mentioned in the Corporate Governance Report



<b>Details of Directorships in other Companies</b>	<p>He is serving the following Companies, as a Director/Additional Director:</p> <ol style="list-style-type: none"> <li>1. Metropolitan Minerals Private Limited</li> <li>2. Chemical Distributors (I) Limited</li> <li>3. SRM Energy Tamilnadu Private Limited</li> <li>4. Green Field Land And Development Housing Private Limited</li> <li>5. BND Gas Private Limited (Additional Director)</li> </ol> <p>He does not hold Directorship in any other Listed Company apart from this Company.</p>	<p>He is serving the following Companies/LLP, as a Director/Partner:</p> <ol style="list-style-type: none"> <li>1. SRM Energy Tamilnadu Private Limited</li> <li>2. Metropolitan Oil and Gas Private Limited</li> <li>3. Delhikem India Private Limited</li> <li>4. Nyra Holdings Private Limited</li> <li>5. BND Gas Private Limited</li> <li>6. Encode Net Ventures Private Limited</li> <li>7. Metropolitan Gas LLP (Designated Partner)</li> </ol> <p>He does not hold Directorship in any other Listed Company apart from this Company.</p>
<b>Details of Membership/Chairmanship of Committees of the Boards in other Companies</b>	Nil	Nil

### EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statements sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice dated 13<sup>th</sup> August, 2018:

#### Item No. 3: Regularization of appointment of Mr. Shailesh Kumar Singh (DIN: 07688944) as an Independent Director of the Company:

The Board of Directors had appointed Mr. Shailesh Kumar Singh as the Additional Director of the Company pursuant to the provisions of the Companies Act, 2013 read with Articles of Association of the Company and in compliance with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the category of Independent Director, with effect from 14<sup>th</sup> November, 2017.

Presently Mr. Shailesh Kumar Singh is acting as an Independent Director on the Board as per the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He will hold office up to the date of ensuing Annual General Meeting. In pursuance of the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Shailesh Kumar Singh being eligible and offering his appointment, is proposed to be appointed as an Independent Director for a period up to November 13, 2022, not liable to retire by rotation.

The Company has received a notice in writing from a member signifying its intention to propose the candidature of Mr. Shailesh Kumar Singh for the office of Independent Director of the Company under the provisions of Section 160 of the Companies Act, 2013. Further the Nomination and Remuneration Committee has recommended his name to the Board of Directors of the Company and in the opinion of the Board also Mr. Shailesh Kumar Singh fulfills the conditions specified for his appointment as independent director of the Company as per the Companies Act, 2013, and rules made thereunder, moreover Mr. Shailesh Kumar Singh is also an Independent to the management of the Company.

In terms of Companies Amendment Act, 2017 (relevant provisions notified on 09.02.2018), the requirement to deposit Rs. 1,00,000 towards the proposal of the candidature of directorship as aforementioned is not required due to the following provision of Section 160 of

the Companies Act, 2013;

*"Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee."*

Hence the proposal by the member in the name of Mr. Shailesh Kumar Singh for his appointment, is made without deposit of any amount.

Mr. Shailesh Kumar Singh is practicing professional and now consulting to the Corporate Sector, after having varied service experience in the corporates. He is Company Secretary with an experience of almost 12 years. He is law graduate and also holds graduate degree in Commerce.

The Company has received from Mr. Shailesh Kumar Singh (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in form Dir 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013 (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013.

As in the opinion of the Board and Nomination and Remuneration Committee, Mr. Shailesh Kumar Singh fulfills the conditions specified in the Law to be appointed as Independent Director of the Company. A copy of the draft letter for his appointment as an independent Director setting out the terms and conditions, is available for inspection without any fee by the members, at the Company's registered office during normal business hours on working day up to the date of the AGM.

Having regard to his qualifications, knowledge and experience his appointment as an Independent Director



will be in the interest of the Company. The Board of Directors accordingly recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/or their relatives, except Mr. Shailesh Kumar Singh is, in any way, concerned or interested in the said resolution.

**Item No. 4: Re-appointment of Mr. Vijay Kumar Sharma (DIN: 03272034) as an Independent Director of the Company:**

The Members at the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 approved the appointment of Mr. Vijay Kumar Sharma as an Independent Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2014. His term of office will be completed on 31<sup>st</sup> March, 2019.

Presently, Mr. Vijay Kumar Sharma is acting as an Independent Director on the Board as per the requirements of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sharma is a Bachelor in Science from Punjab University. He has been associated in the corporate sector since last 39 years. He is having vast and varied experience in the field of Accounts and Finance. He has also handled the job relating to marketing of various products of the Company mainly in Laboratory Chemicals.

In terms of Section 149(10) and 152 of the Companies Act, 2013, an independent Director shall hold office for a term of five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special resolution by the Company for another term of five consecutive years on the Board of a Company.

The Company has received a notice in writing from a member signifying its intention to propose the candidature of Mr. Vijay Kumar Sharma for the office of Independent Director of the Company under the provisions of Section 160 of the companies Act, 2013. Further the Nomination and Remuneration Committee has recommended his name to the Board of Directors of the Company and in the opinion of the Board also Mr. Vijay Kumar Sharma fulfills the conditions specified for his appointment as independent director of the Company as per the Companies Act, 2013, and rules made thereunder.

In terms of Companies Amendment Act, 2017 (relevant provisions notified on 09.02.2018), the requirement to deposit Rs. 1,00,000 towards the proposal of the candidature of directorship as aforementioned is not required due to the following proviso of Section 160 of the Companies Act, 2013;

*"Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee."*

Hence the proposal by the member in the name of

Mr. Vijay Kumar Sharma for his appointment, is made without deposit of any amount.

The Company has received from Mr. Vijay Kumar Sharma necessary consents/declarations in writing, to the effect that he meets the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013.

As in the opinion of the Board and Nomination and Remuneration Committee Mr. Vijay Kumar Sharma fulfills the conditions specified in the Law to be appointed as Independent Director of the Company for an another period of 5 years commencing from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. A copy of the draft letter for his appointment as an Independent Director setting out the terms and conditions, is available for inspection without any fee by the members, at the Company's registered office during normal business hours on working day up to the date of the AGM.

Having regard to his qualifications, knowledge and experience and active involvement in the affairs of the company, his appointment as Independent Director will be in the interest of the Company. The Board of Directors accordingly recommends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/or their relatives, except Mr. Vijay Kumar Sharma is, in any way, concerned or interested in the said resolution.

**Item No. 5: Re-appointment of Mr. Vishal Rastogi (DIN: 02780975) as a Managing Director of the Company:**

In terms of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, Mr. Vishal Rastogi was appointed as Managing Director of the Company on 21<sup>st</sup> February, 2014. His appointment was further approved by the shareholders of the Company in 27<sup>th</sup> AGM held on 30<sup>th</sup> September, 2014 for a period of 5 years without any remuneration.

His term of appointment as Managing Director of the Company is scheduled to be completed on 20<sup>th</sup> February, 2019. However, Considering his active involvement in the affairs of the Company, the Nomination and Remuneration Committee at their meeting held on 13<sup>th</sup> August, 2018, pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 recommended his appointment as Managing Director of the Company to the Board of Directors. The Board of Directors of the Company at their meeting held on the same date, i.e., 13<sup>th</sup> August, 2018 confirmed the recommendation of Nomination and Remuneration Committee w.r.t his appointment as Managing Director of the Company (without any remuneration) for a period of 5 years with effect from 21<sup>st</sup> February, 2019, subject to the approval of the members of the Company.

The aforesaid appointment was made majorly on the following Terms and Conditions;

1. The appointment of Mr. Vishal Rastogi as Managing Director of the company shall come into effect on 21/02/2019 for a period of five years,

subject to the approval of Shareholders in ensuing Annual General Meeting (AGM).

2. The Managing Director shall exercise and perform such powers and duties as the Board of Directors of the company (hereinafter called "the Board") shall, from time to time, determine, and subject to any directions and restrictions, given and imposed by the Board, management and superintendence of the business of the company and to enter into contracts on behalf of the company in the ordinary course of business and to do and perform all other acts, deeds, and things, which are in the best interest of the Company, except such things, acts and deeds, which requires specific approval of the Board, Shareholders etc. and those acts which are under the general powers and duties of the Managing Director of a Company.
3. The Managing Director shall throughout the said term, devote his time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect conform to comply with the directions and regulations made by the Board, and shall faithfully serve the company and use his utmost endeavors to promote the interests of the company.
4. The Managing Director shall not, during the period of his employment and without the previous consent in writing of the Board, engage or indulge himself either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or in any undertaking or business of a nature similar to or competing with the company's business.
5. The office and duties of Managing Director shall be govern by Articles of Associations of the Company and other applicable laws for the time being in force.
6. Based on the declaration/consent for such re-appointment by Mr. Vishal Rastogi, wherein he has confirmed that his appointment shall be made

without any remuneration, the same is done as such.

7. If at any time the Managing Director ceases to be a Director for any cause whatsoever, he shall also cease to be the Managing Director of the Company.

The members are requested to consider that he is under the category of Promoter Director and is on the Board of the Company since 21<sup>st</sup> February, 2014. He has vast and rich experience of 16 years in the field of trading of Minerals and Chemical products together with experience in the field of Oil and Gas.

In the opinion of the Board, Mr. Vishal Rastogi fulfills the conditions specified under Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and rules made thereunder for his appointment as Managing Director of the Company.

Having regard to his qualifications, knowledge and experience his appointment as Managing Director will be in the interest of the Company. The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/or their relatives, except Mr. Vishal Rastogi is, in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors**

Place: New Delhi  
Date: August 13, 2018

**(Vishal Rastogi)**  
Managing Director  
DIN: 02780975